

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. Grace & Co., <u>et al.</u> ,	)	Case No. 01-01139 (KJC)
	)	
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Related Docket No. _____</b>

**ORDER APPROVING FINAL FEE APPLICATION OF SULLIVAN HAZELTINE  
ALLINSON LLC FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES AS ZAI LOCAL COUNSEL FOR THE  
PERIOD FROM JULY 24, 2006 THROUGH FEBRUARY 28, 2009**

Upon consideration of the final fee application (the "Application") of Sullivan Hazeltine Allinson LLC ("SHA-LLC" or Applicant") retained by the ZAI Claimants in the above captioned case seeking the entry of an Order for allowance of compensation and reimbursement of expenses on a final basis for the period from July 24, 2006 through and including February 29, 2009 (the "Application Period"); and this Court having determined that all of the requirements of sections 327, 328, 330, 331 and 503(b) of the Bankruptcy Code as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and the applicable Local Rules have been satisfied; and it further appearing that the expenses incurred were actual, reasonable and necessary; and it appearing that notice of the Application was appropriate; and after due deliberation and sufficient good cause appearing therefore; it is hereby

ORDERED that the Application is approved on a final basis; and it is further

ORDERED that SHA-LLC is granted a full and final allowance of compensation for professional services that were rendered to the ZAI Claimants during the Application Period, in the amount of \$84,216.50; and it is further

ORDERED that SHA-LLC is granted a full and final allowance of the reimbursement of expenses incurred during the Application Period in the amount of \$54,400.95; and it is further

ORDERED that Reorganized Debtor is authorized and directed to make prompt payment to SHA-LLC in an amount sufficient to satisfy all fees and expenses, less any payments already received by the SHA-LLC on account of such fees and expenses; and it is further

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: October \_\_\_\_, 2014  
Wilmington, Delaware

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The Honorable Kevin J. Carey  
United States Bankruptcy Judge